

Hearing Date: November 18, 2010

Hearing Time: 10:30 a.m. CST

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF  
EASTERN DIVISION

In re:	§	Chapter 7
	§	
RESTAURANT DEVELOPMENT GROUP, INC.	§	Case No. 07-00592
	§	
Debtor	§	Hon. Jack B. Schmetterer

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**TRUSTEE'S FINAL REPORT (TFR)**

The undersigned trustee hereby makes this Final Report and states as follows:

1. The debtor filed a petition under chapter of the United States Bankruptcy Code on . The undersigned trustee was appointed on .
2. The trustee faithfully and properly fulfilled the duties enumerated in 11 U.S.C. §704.
3. All scheduled and known assets of the estate have been reduced to cash, released to the debtor as exempt property pursuant to 11 U.S.C. § 522, or have been or will be abandoned pursuant to 11 U.S.C. § 554. An individual estate property record and report showing the disposition of all property of the estate is attached as **Exhibit A**.
4. The trustee realized gross receipts of \$  
  
Funds were disbursed in the following amounts:  
  
Administrative expenses  
Payments to creditors (Interim Distribution)  
Non-estate funds paid to 3<sup>rd</sup> Parties  
Payments to the debtor  
  
Leaving a balance on hand of<sup>1</sup> \$  
  
The remaining funds are available for distribution.
5. Attached as **Exhibit B** is a cash receipts and disbursements record for each estate bank account.
6. The deadline for filing claims in this case was . All claims of each class which will receive a distribution have been examined and any objections to the allowance of

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<sup>1</sup> The balance of funds on hand in the estate may continue to earn interest until disbursed. The interest earned prior to disbursement will be distributed pro rata to creditors within each priority category. The trustee may receive additional compensation not to exceed the maximum compensation set forth under 11 U.S.C. §326(a) on account of the disbursement of the additional interest.

claims have been resolved. If applicable, a claims analysis, explaining why payment on any claim is not being made, is attached as **Exhibit C**.

7. The Trustee's proposed distribution is attached as **Exhibit D**.

8. Pursuant to 11 U.S.C. § 326(a), the maximum compensation allowable to the trustee is \$ . To the extent that additional interest is earned before case closing, the maximum compensation may increase.

The trustee has received \$ as interim compensation and now requests a sum of \$ , for a total compensation of \$ . In addition, the trustee received reimbursement for reasonable and necessary expenses in the amount of \$ , and now requests reimbursement for expenses of \$ , for total expenses of \$ .

Pursuant to Fed R Bank P 5009, I hereby certify, under penalty of perjury, that the foregoing report is true and correct.

Date: \_\_\_\_\_ By: /s/GUS A. PALOIAN, TRUSTEE  
Trustee

**STATEMENT:** This Uniform Form is associated with an open bankruptcy case, therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

FORM 1  
 Document Page 3 of 27  
 INDIVIDUAL ESTATE PROPERTY RECORD AND REPORT

## ASSET CASES

Page: 1  
 Exhibit A

Case No: 07-00592 JBS Judge: JACK B. SCHMETTERER  
 Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE

Date Filed (f) or Converted (c): 01/12/07 (f)

341(a) Meeting Date: 02/12/07

Claims Bar Date: 09/04/07

For Period Ending: 10/15/10

1	2	3	4	5	6
Asset Description (Scheduled and Unscheduled (u) Property)	Petition/ Unscheduled Values	Estimated Net Value (Value Determined by Trustee, Less Liens, Exemptions, and Other Costs)	Property Abandoned OA=554(a) Abandon DA=554(c) Abandon	Sale/Funds Received by the Estate	Asset Fully Administered (FA)/ Gross Value of Remaining Assets
1. LITIGATION (u) PALOIAN V. GREENFIELD, ET AL.; CASE NO. 07-937	0.00	Unknown		0.00	FA
2. LEE ZABEN SETTLEMENT FUNDS, Adv. 07-A-937 (u) RECEIVED FROM WILMINGTON TRUST ON BEHALF OF SETTLEMENT WITH ROGER GREENFIELD (LEE ZABEN)	0.00	50,000.00		50,000.00	FA
3. SETTLEMENT FUNDS--Adversary 08-A-137 (u) RECEIVED FROM T. FALKENBERG RE SETTLEMENT OF RDG BANKRUPTCY ESTATE V. SCHNEIDER, CAPURO	0.00	100,000.00		100,000.00	FA
4. Discovery Sanctions (u) Per Agreed Order on Motion to Compel Discovery	0.00	2,000.00		2,000.00	FA
5. SETTLEMENT FUNDS (u) WIRE FUNDS RECEIVED FROM HARRIS BANK ON BEHALF OF ATTORNEY DEFENDANTS (FROZEN FUNDS)	0.00	457,505.54		457,505.54	FA
6. SETTLEMENT FUNDS (u) PURSUANT TO SETTLEMENT AGREEMENT AND CONSENT DECREE ENTERED ON 4/27/09 (WITH ATTORNEY DEFENDANTS)	0.00	3,700,000.00		3,700,000.00	FA
7. SETTLEMENT FUNDS (u) PURSUANT TO SETTLEMENT WITH SETTLING DEFENDANTS (ADVERSARY NO. 07-937) ORDER ENTERED 3/25/2009	0.00	4,125,000.00		4,317,998.08	FA
8. WITNESS FEE PAYMENT (u) WITNESS FEE PAYMENT TO GUS A. PALOIAN RE: GREENFIELD V DEMBO	0.00	25.00		25.00	FA
INT. Post-Petition Interest Deposits (u)	Unknown	N/A		3,173.81	Unknown

Gross Value of Remaining Assets

FORM 1  
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## ASSET CASES

Page: 2  
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TOTALS (Excluding Unknown Values)	\$0.00	\$8,434,530.54		\$8,630,702.43	\$0.00
					(Total Dollar Amount in Column 6)

Major activities affecting case closing which are not reflected above, and matters pending, date of hearing or sale, and other action:

Adversary Proceedings commenced against owners of the Debtor, non-Debtor affiliates, and former counsel to Debtor.  
 Trustee settled with all defendants resulting in the recovery by the estate of \$8,625,503.62. An interim distribution  
 to unsecured creditors equal to approximately 17.49% was made on October 29, 2009 . Accountant prepared final tax  
 returns.

Initial Projected Date of Final Report (TFR): 12/31/08

Current Projected Date of Final Report (TFR): 12/31/10

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4219 Money Market Account (Interest Earn

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
04/08/08	2	ROGER GREENFIELD	SETTLEMENT	1249-000	50,000.00		50,000.00
04/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.250	1270-000	5.79		50,005.79
05/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	6.35		50,012.14
06/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	6.15		50,018.29
07/31/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	6.35		50,024.64
08/04/08	3	CNA/UNDERWRITTEN BY CONTINENTAL CASUALTY COMPANY	SETTLEMENT FUNDS (RDG V. SCHNEIDER,	1249-000	100,000.00		150,024.64
08/08/08		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	132,524.64
08/29/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	14.85		132,539.49
09/05/08		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		35,000.00	97,539.49
09/22/08	4	Theodore v. Kasemir 1920 Keats Ln. Highland Park, IL 60035	DISCOVERY SANCTIONS	1290-000	1,000.00		98,539.49
09/29/08		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		42,000.00	56,539.49
09/30/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.150	1270-000	12.26		56,551.75
10/31/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.100	1270-000	5.49		56,557.24
11/28/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.100	1270-000	4.63		56,561.87
12/31/08	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	3.07		56,564.94
01/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	0.96		56,565.90
02/11/09	000201	INTERNATIONAL SURETIES, LTD. 701 POYDRAS ST., SUITE 420 NEW ORLEANS, LA 70139	TRUSTEE BOND BOND PREMIUM 2/2/09	2300-000		48.57	56,517.33
02/27/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	0.87		56,518.20
03/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.020	1270-000	0.96		56,519.16
04/10/09	5	HARRIS BANK	SETTLEMENT Bank Serial #: 000000	1249-000	457,505.54		514,024.70
04/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.070	1270-000	21.40		514,046.10
05/05/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		130,000.00	384,046.10

Page Subtotals 608,594.67 224,548.57

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

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Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4219 Money Market Account (Interest Earn

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
05/05/09		Transfer to Acct #*****4222	FOR PAYMENT OF SEYFARTH'S FIRST INTERIM FEE APPLICATION Bank Funds Transfer	9999-000		160,000.00	224,046.10
05/15/09	6	LIBERTY SURPLUS INSURANCE CORP. JPMORGAN CHASE BANK, N.A.	FOR PAYMENT OF SPECIAL COUNSEL FEES SETTLEMENT	1249-000	3,700,000.00		3,924,046.10
05/19/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		1,295,000.00	2,629,046.10
05/29/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMEN Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,679,046.10
05/29/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	77.61		2,679,123.71
06/08/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		255,000.00	2,424,123.71
06/11/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	2,406,623.71
06/23/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		169,000.00	2,237,623.71
06/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	179.15		2,237,802.86
07/01/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMEN Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,287,802.86
07/02/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		18,000.00	2,269,802.86
07/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	172.80		2,269,975.66
08/03/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMEN Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,319,975.66
08/04/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	2,302,475.66
08/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	175.36		2,302,651.02
09/30/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMEN Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09	1249-000	50,000.00		2,352,651.02
09/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	170.33		2,352,821.35

Page Subtotals 3,900,775.25 1,932,000.00

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

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Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4219 Money Market Account (Interest Earn

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/29/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		1,800,000.00	552,821.35
10/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.070	1270-000	165.12		552,986.47
11/02/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMEN	1249-000	50,000.00		602,986.47
			Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09				
11/02/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		75,000.00	527,986.47
11/04/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	510,486.47
11/09/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		67,000.00	443,486.47
11/30/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.070	1270-000	26.69		443,513.16
12/01/09	7	BAR LOUIE AMERICA, INC.	SETTLEMENT - FORBEARANCE INSTALLMEN	1249-000	50,000.00		493,513.16
			Installment payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09				
12/03/09		Transfer to Acct #*****4222	Bank Funds Transfer	9999-000		17,500.00	476,013.16
12/30/09	7	BL FINANCE, LLC	SETTLEMENT - FORBEARANCE AMOUNT	1249-000	3,967,998.08		4,444,011.24
			Final payment of Forbearance Amount from Settling Defendants, per Court Order dated 4/27/09				
12/31/09	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	48.15		4,444,059.39
01/11/10		LYNCH AND STERN LLP AND STETLER AND DUFFY LTD.	ATTORNEY FEES & EXPENSES	3210-000		1,388,799.33	3,055,260.06
			FINAL INSTALLMENT PAYMENT TO SPECIAL COUNSEL OF CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09				
01/29/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	247.23		3,055,507.29
02/05/10	000202	INTERNATIONAL SURETIES, LTD.	TRUSTEE BOND	2300-000		2,610.34	3,052,896.95
			BLANKET BOND DISBURSEMENT				
02/26/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	210.83		3,053,107.78
03/31/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.38		3,053,341.16
04/02/10	8	KONICEK & DILLON, P.C.	WITNESS FEE PAYMENT	1290-000	25.00		3,053,366.16
04/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	225.86		3,053,592.02
05/28/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.40		3,053,825.42

Page Subtotals 4,069,413.74 3,368,409.67

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4219 Money Market Account (Interest Earn

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
06/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	225.91		3,054,051.33
07/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.45		3,054,284.78
08/31/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	233.46		3,054,518.24
09/30/10	INT	BANK OF AMERICA, N.A.	Interest Rate 0.090	1270-000	225.95		3,054,744.19

COLUMN TOTALS	8,579,702.43	5,524,958.24	3,054,744.19
Less: Bank Transfers/CD's	0.00	4,133,500.00	
Subtotal	8,579,702.43	1,391,458.24	
Less: Payments to Debtors		0.00	
Net	8,579,702.43	1,391,458.24	

Page Subtotals 918.77 0.00

ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD

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Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
			BALANCE FORWARD				0.00
08/08/08		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	17,500.00		17,500.00
08/08/08	002001	Lynch & Stern LLP 150 S. Wacker Dr. Suite 2600 Chicago, IL 60606	SPECIAL COUNSEL FEES Per Order 7/31/08 (1/2 of amount awarded, remainder paid to Stetler & Duffy)	3210-600		8,750.00	8,750.00
08/08/08	002002	Stetler & Duffy, Ltd. 11 S. LaSalle St. Suite 1200 Chicago, IL 60603	SPECIAL COUNSEL FEES Per Court order 7/31/08 (1/2 of awarded amount, remainder paid to Lynch & Stern)	3210-600		8,750.00	0.00
09/05/08		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	35,000.00		35,000.00
09/05/08	002003	Lynch & Stern, LLP 150 S. Wacker Dr. Suite 2600 Chicago, IL 60606	SPECIAL COUNSEL FEES 1/2 of interim fees awarded pursuant to courts 9/4/08 order	3210-600		17,500.00	17,500.00
09/05/08	002004	Stetler & Duffy, Ltd. 11 S. LaSalle St. Suite 1200 Chicago, IL 60603	SPECIAL COUNSEL FEES 1/2 of interim fees awarded pursuant to Court order 9/4/08	3210-600		17,500.00	0.00
09/29/08		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	42,000.00		42,000.00
09/29/08	002005	LYNCH & STERN LLP	SPECIAL COUNSEL FEES EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 9/23/08	3220-610		22,070.60	19,929.40
09/29/08	002006	STETLER AND DUFFY, LTD.	SPECIAL COUNSEL FEES EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 9/23/08	3220-610		19,085.36	844.04
11/05/08	4	COHON RAIZES & REGAL LLP	DISCOVERY SANCTIONS	1290-000	1,000.00		1,844.04
05/05/09		Transfer from Acct #*****4219	Bank Funds Transfer FOR PAYMENT OF SEYFARTH'S FIRST INTERIM FEE APPLICATION	9999-000	130,000.00		131,844.04

Page Subtotals 225,500.00 93,655.96

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

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Taxpayer ID No: \*\*\*\*\*5613  
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Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
05/05/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	160,000.00		291,844.04
05/05/09	002007	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	SPECIAL COUNSEL FEES	3210-600		160,126.94	131,717.10
05/05/09	002008	SEYFARTH SHAW LLP	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09			130,907.01	810.09
			ATTORNEY FEES & EXPENSES				
			PAYMENT OF FIRST INTERIM FEE				
			APPLICATION PURSUANT TO ORDER DATED 5/1/2009				
			Fees 124,679.50	3110-000			810.09
			Expenses 6,227.51	3120-000			810.09
05/19/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	1,295,000.00		1,295,810.09
05/19/09	002009	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	SPECIAL COUNSEL FEES	3210-600		1,295,000.00	810.09
			PROFESSIONAL COMPENSATION FOR				
			PAYMENT OF SPECIAL COUNSEL				
			CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09				
06/08/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	255,000.00		255,810.09
* 06/08/09	002010	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES	3110-003			255,810.09
			SUPPLEMENTAL FEES TO SEYFARTH SHAW LLP (\$161,243.00) PURSUANT TO COURT ORDER DATED 6/8/09				
* 06/08/09	002010	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES	3110-003			255,810.09
			CHECK AMOUNT NOT FILLED OUT				
06/08/09	002011	GUS A. PALOIAN, TRUSTEE	TRUSTEE COMPENSATION	2100-000		92,869.60	162,940.49
			FIRST INTERIM TRUSTEE FEE APPLICATION PURSUANT TO COURT ORDER DATED 6/8/09				
06/08/09	002012	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES	3110-000		161,243.00	1,697.49
			SUPPLEMENTAL FEES TO SEYFARTH SHAW				

Page Subtotals 1,710,000.00 1,840,146.55

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

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Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

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Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
06/11/09		Transfer from Acct #*****4219	LLP (\$161,243.00) PURSUANT TO COURT ORDER DATED 6/8/09				
06/11/09	002013	LYNCH & STERN LLP and STETLER & DUFFY, LTD	Bank Funds Transfer	9999-000	17,500.00		19,197.49
			SPECIAL COUNSEL FEES	3210-600		17,500.00	1,697.49
			PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09				
			PAYMENT OF FEES FOR JUNE, 2009				
06/23/09		Transfer from Acct #*****4219	INSTALLMENT				
06/23/09	002014	STETLER & DUFFY, LTD	Bank Funds Transfer	9999-000	169,000.00		170,697.49
			SPECIAL COUNSEL FEES	3220-610		76,341.83	94,355.66
			EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 6/22/09				
06/23/09	002015	LYNCH & STERN, LLP	SPECIAL COUNSEL FEES	3220-610		93,066.17	1,289.49
			EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 6/22/09				
07/02/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	18,000.00		19,289.49
07/02/09	002016	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	SPECIAL COUNSEL FEES	3210-600		17,500.00	1,789.49
			PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09				
			PAYMENT OF FEES FOR JULY INSTALLMENT				
08/04/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	17,500.00		19,289.49
08/04/09	002017	LYNCH & STERN LLP AND STETLER & DUFFY LTD.	SPECIAL COUNSEL FEES	3210-600		17,500.00	1,789.49
			PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09				

Page Subtotals 222,000.00 221,908.00

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
09/01/09	7	BAR LOUIE AMERICA, INC.	PAYMENT OF FEES FOR AUGUST INSTALLMENT	1249-000	50,000.00		51,789.49
09/04/09	002018	LYNCH & STERN LLP AND STETLER & DUFFY LTD	SETTLEMENT SPECIAL COUNSEL FEES PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	3210-600		17,500.00	34,289.49
10/02/09	002019	LYNCH & STERN AND STETLER & DUFFY	PAYMENT OF FEES FOR SEPTEMBER INSTALLMENT SPECIAL COUNSEL FEES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	3210-600		17,500.00	16,789.49
10/29/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	1,800,000.00		1,816,789.49
10/29/09	002020	EANET INC.	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		1,521.67	1,815,267.82
10/29/09	002021	FAX FOODS	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		1,323.86	1,813,943.96
10/29/09	002022	SERVICE CHECK INC.	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		16,447.61	1,797,496.35
10/29/09	002023	1530 SOUTH STATE, LLC	INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		18,952.33	1,778,544.02

Page Subtotals 1,850,000.00 73,245.47

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/29/09	002024	AARON & TRECKER	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		648.26	1,777,895.76
10/29/09	002025	SCOTTSDALE FASHION SQUARE LLC	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		512,504.38	1,265,391.38
10/29/09	002026	DEERFILED TOWNE CENTER HOLDING COMPANY	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		113,038.70	1,152,352.68
10/29/09	002027	THE ROOKERY LLC	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		128,056.02	1,024,296.66
10/29/09	002028	CITICORP VENDOR FINANCE	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		9,163.46	1,015,133.20
10/29/09	002029	ABSOLUTELY FRESH SEAFOOD	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		3,539.39	1,011,593.81
10/29/09	002030	CRESCENT HC INVESTORS	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		113,694.78	897,899.03
10/29/09	002031	DICK CLARK RESTAURANTS, INC.	10/08/2009 INTERIM DISTRIBUTION TO CREDITORS	7100-000		99,871.24	798,027.79

Page Subtotals 0.00 980,516.23

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
10/29/09	002032	600 GS PROP LP	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		237,252.67	560,775.12
10/29/09	002033	FGR DILWORTH, LLC	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		91,953.77	468,821.35
10/29/09	002034	SIXTH & NICOLLETT, LLC	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		28,875.53	439,945.82
10/29/09	002035	NWD ARENA DISTRICT II LLC	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		119,287.60	320,658.22
10/29/09	002036	DP8LLC (DIAMOND PROPERTIES)	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		140,848.22	179,810.00
10/29/09	002037	DANIEL P. CASALE U/T #01-4328	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED 10/08/2009	7100-000		111,382.20	68,427.80
10/29/09	002038	CITY CENTER RETAIL LIMITED PARTNERSHIP I	INTERIM DISTRIBUTION TO CREDITORS PURSUANT TO COURT ORDER DATED	7100-000		51,638.32	16,789.48

Page Subtotals 0.00 781,238.31

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
11/02/09		Transfer from Acct #*****4219	10/08/2009 Bank Funds Transfer	9999-000	75,000.00		91,789.48
11/02/09	002039	SEYFARTH SHAW LLP	ATTORNEY FEES & EXPENSES PAYMENT OF SECOND INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 11/02/2009			75,042.24	16,747.24
			Fees 73,488.50	3110-000			16,747.24
			Expenses 1,553.74	3120-000			16,747.24
11/04/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	17,500.00		34,247.24
11/04/09	002040	LYNCH & STERN LLP AND STETLER & DUFFY LTD	SPECIAL COUNSEL FEES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 NOVEMBER INSTALLMENT	3210-600		17,500.00	16,747.24
11/09/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	67,000.00		83,747.24
11/09/09	002041	GUS A. PALOIAN, TRUSTEE	TRUSTEE COMPENSATION PURSUANT TO ORDER ENTERED 11/5/09	2100-000		67,191.00	16,556.24
12/03/09		Transfer from Acct #*****4219	Bank Funds Transfer	9999-000	17,500.00		34,056.24
12/03/09	002042	LYNCH AND STERN LLP AND STETLER AND DUFFY LTD	ATTORNEY FEES & EXPENSES FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09 DECEMBER INSTALLMENT PAYMENT TO SPECIAL COUNSEL	3210-600		17,500.00	16,556.24
08/11/10	002043	ILLINOIS DEPARTMENT OF REVENUE	2008 TAX RETURN	6820-000		1,026.00	15,530.24
08/11/10	002044	ILLINOIS DEPARTMENT OF REVENUE	2009 TAX RETURN	6820-000		1,537.00	13,993.24

Page Subtotals 177,000.00 179,796.24

**ESTATE CASH RECEIPTS AND DISBURSEMENTS RECORD**

Case No: 07-00592 -JBS  
Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE  
Bank Name: BANK OF AMERICA, N.A.  
Account Number / CD #: \*\*\*\*\*4222 BofA Checking Account

Taxpayer ID No: \*\*\*\*\*5613  
For Period Ending: 10/15/10

Blanket Bond (per case limit): \$ 5,000,000.00  
Separate Bond (if applicable):

1	2	3	4		5	6	7
Transaction Date	Check or Reference	Paid To / Received From	Description Of Transaction	Uniform Tran. Code	Deposits (\$)	Disbursements (\$)	Account / CD Balance (\$)
COLUMN TOTALS					4,184,500.00	4,170,506.76	13,993.24
Less: Bank Transfers/CD's					4,133,500.00	0.00	
Subtotal					51,000.00	4,170,506.76	
Less: Payments to Debtors						0.00	
Net					51,000.00	4,170,506.76	
TOTAL - ALL ACCOUNTS					NET DEPOSITS	NET DISBURSEMENTS	ACCOUNT BALANCE
Money Market Account (Interest Earn - *****4219					8,579,702.43	1,391,458.24	3,054,744.19
BofA Checking Account - *****4222					51,000.00	4,170,506.76	13,993.24
					8,630,702.43	5,561,965.00	3,068,737.43
					(Excludes Account Transfers)	(Excludes Payments To Debtors)	Total Funds On Hand

Page Subtotals 0.00 0.00

EXHIBIT C  
ANALYSIS OF CLAIMS REGISTER

Case Number: 07-00592		Page 1		Date: September 24, 2010		
Debtor Name: RESTAURANT DEVELOPMENT GROUP,		Priority Sequence				
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
ACCT 001 3410-00	POPOWCER KATTEN, LTD. 35 E. WACKER DR., SUITE 1550 CHICAGO, IL 60601	Administrative		\$15,469.50	\$0.00	\$15,469.50
ATTY SUPP 001 3110-00	SEYFARTH SHAW LLP	Administrative	SUPPLEMENTAL FEES TO SEYFARTH SHAW LLP (\$161,243.00) PER ORDER 6/8/09	\$161,243.00	\$161,243.00	\$0.00
			3758784222 06/08/09 2012	161,243.00		
ATTY EXP 001 3210-60	STETLER AND DUFFY, LTD.	Administrative	EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 9/23/08	\$19,085.36	\$19,085.36	\$0.00
			3758784222 09/29/08 2006	19,085.36		
ATTY EXP 001 3220-00	LYNCH & STERN LLP	Administrative	EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 9/23/08	\$22,070.60	\$22,070.60	\$0.00
			3758784222 09/29/08 2005	22,070.60		
ATTY EXP 001 3220-00	STETLER & DUFFY, LTD	Administrative	EXPENSES PAID TO S&D PURSUANT TO COURT ORDER DATED 6/22/09	\$76,341.83	\$76,341.83	\$0.00
			3758784222 06/23/09 2014	76,341.83		
ATTY EXP 001 3220-00	LYNCH & STERN, LLP	Administrative	EXPENSES PAID TO L&S PURSUANT TO COURT ORDER DATED 6/22/09	\$93,066.17	\$93,066.17	\$0.00
			3758784222 06/23/09 2015	93,066.17		
ATTY FEE 001 3210-60	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	Administrative	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$160,126.94	\$160,126.94	\$0.00
			3758784222 05/05/09 2007	160,126.94		
ATTY FEE 001 3210-60	LYNCH & STERN LLP and STETLER & DUFFY, LTD.	Administrative	PROFESSIONAL COMPENSATION FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$1,295,000.00	\$1,295,000.00	\$0.00
			3758784222 05/19/09 2009	1,295,000.00		
ATTY FEE 001 3210-60	LYNCH & STERN LLP and STETLER & DUFFY, LTD	Administrative	PAYMENT OF FEES ON JUNE, 2009 INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222 06/11/09 2013	17,500.00		
ATTY FEE 001 3210-60	LYNCH & STERN, LLP and STETLER & DUFFY, LTD	Administrative	PAYMENT OF FEES FOR JULY INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222 07/02/09 2016	17,500.00		
ATTY FEE 001 3210-60	LYNCH & STERN LLP AND STETLER & DUFFY LTD.	Administrative	PAYMENT OF FEES FOR AUGUST INSTALLMENT	\$17,500.00	\$17,500.00	\$0.00
			3758784222 08/04/09 2017	17,500.00		

EXHIBIT C  
ANALYSIS OF CLAIMS REGISTER

Case Number: 07-00592		Page 2		Date: September 24, 2010			
Debtor Name: RESTAURANT DEVELOPMENT GROUP,		Priority Sequence					
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed		Paid to Date	Claim Balance
ATTY FEE 001 3210-60	LYNCH & STERN LLP AND STETLER & DUFFY LTD	Administrative	PAYMENT OF FEES FOR SEPTEMBER INSTALLMENT	\$17,500.00		\$17,500.00	\$0.00
				3758784222	09/04/09 2018	17,500.00	
ATTY FEE 001 3210-60	LYNCH & STERN AND STETLER & DUFFY	Administrative	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$17,500.00		\$17,500.00	\$0.00
				3758784222	10/02/09 2019	17,500.00	
ATTY FEE 001 3210-60	LYNCH & STERN LLP AND STETLER & DUFFY LTD	Administrative	FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$17,500.00		\$17,500.00	\$0.00
				3758784222	11/04/09 2040	17,500.00	
ATTY FEE 001 3210-60	LYNCH AND STERN LLP AND STETLER AND DUFFY LTD	Administrative	DECEMBER INSTALLMENT PAYMENT TO SPECIAL COUNSEL-FOR PAYMENT OF SPECIAL COUNSEL CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$17,500.00		\$17,500.00	\$0.00
				3758784222	12/03/09 2042	17,500.00	
ATTY FEE 001 3210-00	LYNCH AND STERN LLP AND STETLER AND DUFFY LTD.	Administrative	FINAL INSTALLMENT PAYMENT TO SPECIAL COUNSEL OF CONTINGENCY FEES PURSUANT TO COURT ORDER DATED 4/27/09	\$1,388,799.33		\$1,388,799.33	\$0.00
				3758784219	01/11/10 0	1,388,799.33	
ATTY1 001 3110-00	SEYFARTH SHAW LLP	Administrative	PAYMENT OF FIRST INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 5/1/2009	\$130,907.01		\$130,907.01	\$0.00
				3758784222	05/05/09 2008	130,907.01	
ATTY2 001 3110-00	SEYFARTH SHAW LLP	Administrative	PAYMENT OF SECOND INTERIM FEE APPLICATION PURSUANT TO ORDER DATED 11/02/2009	\$75,042.24		\$75,042.24	\$0.00
				3758784222	11/02/09 2039	75,042.24	
ATTY3 001 3110-00	SEYFARTH SHAW LLP	Administrative		\$18,320.86		\$0.00	\$18,320.86
TEE 1 001 2100-00	GUS A. PALOIAN, TRUSTEE	Administrative	FIRST INTERIM TRUSTEE FEE APPLICATION PER ORDER 6/8/09	\$92,869.60		\$92,869.60	\$0.00
				3758784222	06/08/09 2011	92,869.60	
TEE 2 001 2100-00	GUS A. PALOIAN, TRUSTEE	Administrative	SECOND INTERIM FEE APPLICATION PER ORDER 11/2/09	\$67,191.00		\$67,191.00	\$0.00
				3758784222	11/09/09 2041	67,191.00	

EXHIBIT C  
ANALYSIS OF CLAIMS REGISTER

Case Number: 07-00592		Page 3		Date: September 24, 2010		
Debtor Name: RESTAURANT DEVELOPMENT GROUP,		Priority Sequence				
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
TEE 3 001 2100-00	Gus A. Paloian, Trustee 131 S. DEARBORN STREET SUITE 2400 CHICAGO, ILLINOIS 60603	Administrative		\$122,103.69	\$0.00	\$122,103.69
Subtotal for Priority 001				\$3,860,137.13	\$3,704,243.08	\$155,894.05
000009 050 4800-00	Linebarger Goggan Blair & Sampson LLP POB 3064 Houston, TX 77253-3064	Secured	Claim withdrawn--6/18/09 (dkt 281)	\$0.00	\$0.00	\$0.00
Subtotal for Priority 050				\$0.00	\$0.00	\$0.00
000001 070 7100-00	EANET INC.	Unsecured		\$8,701.53	\$1,521.67	\$7,179.86
			3758784222 10/29/09 2020		1,521.67	
000002 070 7100-00	FAX FOODS	Unsecured		\$7,570.37	\$1,323.86	\$6,246.51
			3758784222 10/29/09 2021		1,323.86	
000003 070 7100-00	SERVICE CHECK INC.	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$94,054.34	\$16,447.61	\$77,606.73
			3758784222 10/29/09 2022		16,447.61	
000004 070 7100-00	1530 SOUTH STATE, LLC	Unsecured		\$108,377.35	\$18,952.33	\$89,425.02
			3758784222 10/29/09 2023		18,952.33	
000005 070 7100-00	AARON & TRECKER	Unsecured		\$3,707.00	\$648.26	\$3,058.74
			3758784222 10/29/09 2024		648.26	
000006 070 7100-00	City Center Retail LTD Partnership I c/o J Matthew Goodin Lord Bissell & Broo 111 S Wacker Drive Chicago, IL 60606	Unsecured	Duplication of claim no. 7	\$0.00	\$0.00	\$0.00
000007 070 7100-00	City Center Retail LTD Partnership I c/o J Matthew Goodin Lord Bissell & Broo 111 S Wacker Drive Chicago, IL 60606	Unsecured	This claim is amended by claim no. 30	\$0.00	\$0.00	\$0.00
000008 070 7100-00	SCOTTSDALE FASHION SQUARE LLC	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to reclassify claim as general unsecured in amended amount.	\$2,930,714.41	\$512,504.38	\$2,418,210.03
			3758784222 10/29/09 2025		512,504.38	

EXHIBIT C  
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 4				Date: September 24, 2010	
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,	Priority Sequence					
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed		Paid to Date	Claim Balance
000010 070 7100-00	DEERFILED TOWNE CENTER HOLDING COMPANY	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$646,402.55		\$113,038.70	\$533,363.85
				3758784222	10/29/09 2026	113,038.70	
000011 070 7100-00	THE ROOKERY LLC	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to reclassify claim in amended amount.	\$732,277.86		\$128,056.02	\$604,221.84
				3758784222	10/29/09 2027	128,056.02	
000012 070 7100-00	CITICORP VENDOR FINANCE	Unsecured		\$52,400.49		\$9,163.46	\$43,237.03
				3758784222	10/29/09 2028	9,163.46	
000013 070 7100-00	CitiCorp Vendor Finance 2nd Floor South Bldg Irving, TX 75063	Unsecured		\$0.00		\$0.00	\$0.00
000014 070 7100-00	The Robert Colman Trust 610 Santa Monica Blvd, #215 Santa Monica, CA 90401	Unsecured	(14-1) Claim withdrawn per docket entry #296	\$0.00		\$0.00	\$0.00
000015 070 7100-00	ABSOLUTELY FRESH SEAFOOD	Unsecured		\$20,239.69		\$3,539.39	\$16,700.30
				3758784222	10/29/09 2029	3,539.39	
000016 070 7100-00	CRESCENT HC INVESTORS	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$650,154.29		\$113,694.78	\$536,459.51
				3758784222	10/29/09 2030	113,694.78	
000017 070 7100-00	VV2 Geneva Commons, LP c/o Robert D. Tepper Schenk, Annes, Brookman & Tepper, Ltd. 311 South Wacker Drive, Suite 5125 Chicago, IL 60606	Unsecured	Withdrawn--11/26/07 (dkt 115)	\$0.00		\$0.00	\$0.00
000018 070 7100-00	VV2 Geneva Commons, LP c/o Robert D. Tepper Schenk, Annes, Brookman & Tepper, Ltd. 311 South Wacker Drive, Suite 5125 Chicago, IL 60606	Unsecured	Withdrawn--11/26/07 (dkt 115)	\$0.00		\$0.00	\$0.00
000019 070 7100-00	DICK CLARK RESTAURANTS, INC.	Unsecured		\$571,105.52		\$99,871.24	\$471,234.28
				3758784222	10/29/09 2031	99,871.24	

EXHIBIT C  
ANALYSIS OF CLAIMS REGISTER

Case Number:	07-00592	Page 5				Date: September 24, 2010	
Debtor Name:	RESTAURANT DEVELOPMENT GROUP,		Priority Sequence				
Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed		Paid to Date	Claim Balance
000020 070 7100-00	600 GS PROP LP	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount. claim transfered dkt 239	\$1,356,709.99		\$237,252.67	\$1,119,457.32
				3758784222	10/29/09 2032	237,252.67	
000021 070 7100-00	FGR DILWORTH, LLC	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$525,830.14		\$91,953.77	\$433,876.37
				3758784222	10/29/09 2033	91,953.77	
000022 070 7100-00	SIXTH & NICOLLETT, LLC	Unsecured		\$165,122.34		\$28,875.53	\$136,246.81
				3758784222	10/29/09 2034	28,875.53	
000023 070 7100-00	Roger Greenfield c/o Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603	Unsecured Withdrawn-6/9/09		\$0.00		\$0.00	\$0.00
000024 070 7100-00	Theodore Kasemir c/o Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603	Unsecured Withdrawn--6/8/09		\$0.00		\$0.00	\$0.00
000025 070 7100-00	NWD ARENA DISTRICT II LLC	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$682,136.40		\$119,287.60	\$562,848.80
				3758784222	10/29/09 2035	119,287.60	
000026 070 7100-00	DP8LLC (DIAMOND PROPERTIES)	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim in amended amount.	\$805,429.00		\$140,848.22	\$664,580.78
				3758784222	10/29/09 2036	140,848.22	
000029 070 7100-00	DANIEL P. CASALE 215 MILLER ROAD NORTH BARRINGTON, IL 60010-2100	Unsecured	Pursuant to Agreed Order entered on 10/08/2009, Parties agreed to allow claim as general unsecured.  U/T #01-4328  WORK PH. 312-342-6700	\$636,930.00		\$111,382.20	\$525,547.80
				3758784222	10/29/09 2037	111,382.20	
000030 070 7100-00	CITY CENTER RETAIL LIMITED PARTNERSHIP I	Unsecured	(30-1) Amends Claim No. 7 filed on 7/10/07 by City Center Retail Limited Partnership I	\$295,289.52		\$51,638.32	\$243,651.20

EXHIBIT C  
ANALYSIS OF CLAIMS REGISTER

Case Number: 07-00592 Page 6 Date: September 24, 2010  
Debtor Name: RESTAURANT DEVELOPMENT GROUP, Priority Sequence

Code #	Creditor Name & Address	Claim Class	Notes	Amount Allowed	Paid to Date	Claim Balance
				3758784222 10/29/09 2038	51,638.32	
Subtotal for Priority 070				\$10,293,152.79	\$1,800,000.01	\$8,493,152.78
000027 080 7200-00	Theodore Kasemir c/o Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603	Unsecured	WITHDRAWN-6/9/09	\$0.00	\$0.00	\$0.00
000028 080 7200-00	Roger Greenfield c/o Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle St., Suite 3705 Chicago, IL 60603	Unsecured	Withdrawn--6/9/09	\$0.00	\$0.00	\$0.00
Subtotal for Priority 080				\$0.00	\$0.00	\$0.00
ADMIN 999 6820-00	ILLINOIS DEPARTMENT OF REVENUE	Administrative		\$1,537.00	\$1,537.00	\$0.00
				3758784222 08/11/10 2044	1,537.00	
ADMIN 999 6820-00	ILLINOIS DEPARTMENT OF REVENUE	Administrative		\$1,026.00	\$1,026.00	\$0.00
				3758784222 08/11/10 2043	1,026.00	
Subtotal for Priority 999				\$2,563.00	\$2,563.00	\$0.00
Case Totals:				\$14,155,852.92	\$5,506,806.09	\$8,649,046.83

Code #: Trustee's Claim Number, Priority Code, Claim Type

**TRUSTEE'S PROPOSED DISTRIBUTION**

Exhibit D

Case No.: 07-00592

Case Name: RESTAURANT DEVELOPMENT GROUP, INC.

Trustee Name: GUS A. PALOIAN, TRUSTEE

Claims of secured creditors will be paid as follows:

<i>Claimant</i>	<i>Proposed Payment</i>
_____	\$ _____
_____	\$ _____
_____	\$ _____

Applications for chapter 7 fees and administrative expenses have been filed as follows:

<i>Reason/Applicant</i>	<i>Fees</i>	<i>Expenses</i>
<u>Trustee: GUS A. PALOIAN, TRUSTEE</u>	\$ _____	\$ _____
<u>Attorney for trustee: SEYFARTH SHAW LLP</u>	\$ _____	\$ _____
<u>Appraiser:</u>	\$ _____	\$ _____
<u>Auctioneer:</u>	\$ _____	\$ _____
<u>Accountant: POPOWCER KATTEN, LTD.</u>	\$ _____	\$ _____
<u>Special Attorney for trustee:</u>	\$ _____	\$ _____
<u>Charges:</u>	\$ _____	\$ _____
<u>Fees:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____
<u>Other:</u>	\$ _____	\$ _____

Applications for prior chapter fees and administrative expenses have been filed as follows:

<i>Reason/Applicant</i>	<i>Fees</i>	<i>Expenses</i>
<u>Attorney for debtor:</u>	\$	\$
<u>Attorney for:</u>	\$	\$
<u>Accountant for:</u>	\$	\$
<u>Appraiser for:</u>	\$	\$
<u>Other:</u>	\$	\$

In addition to the expenses of administration listed above as may be allowed by the Court, priority claims totaling \$ \_\_\_\_\_ must be paid in advance of any dividend to general (unsecured) creditors.

Allowed priority claims are:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
_____	_____	\$ _____	\$ _____
_____	_____	\$ _____	\$ _____
		\$ _____	\$ _____

The actual distribution to wage claimants included above, if any, will be the proposed payment less applicable withholding taxes (which will be remitted to the appropriate taxing authorities).

Timely claims of general (unsecured) creditors totaling \$ \_\_\_\_\_ have been allowed and will be paid pro rata only after all allowed administrative and priority claims have been paid in full. The timely allowed general (unsecured) dividend is anticipated to be \_\_\_\_\_ percent\*.

Timely allowed general (unsecured) claims are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000001</u>	<u>EANET INC.</u>	\$ _____	\$ _____
<u>000002</u>	<u>FAX FOODS</u>	\$ _____	\$ _____
<u>000003</u>	<u>SERVICE CHECK INC.</u>	\$ _____	\$ _____

\* Total dividend is anticipated to be 45.8%, including prior interim distribution

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000004</u>	<u>1530 SOUTH STATE, LLC</u>	<u>\$</u>	<u>\$</u>
<u>000005</u>	<u>AARON &amp; TRECKER</u>	<u>\$</u>	<u>\$</u>
	<u>SCOTTSDALE FASHION</u>		
<u>000008</u>	<u>SQUARE LLC</u>	<u>\$</u>	<u>\$</u>
	<u>DEERFILED TOWNE</u>		
	<u>CENTER HOLDING</u>		
<u>000010</u>	<u>COMPANY</u>	<u>\$</u>	<u>\$</u>
<u>000011</u>	<u>THE ROOKERY LLC</u>	<u>\$</u>	<u>\$</u>
	<u>CITICORP VENDOR</u>		
<u>000012</u>	<u>FINANCE</u>	<u>\$</u>	<u>\$</u>
<u>000013</u>	<u>CitiCorp Vendor Finance</u>	<u>\$</u>	<u>\$</u>
<u>000014</u>	<u>The Robert Colman Trust</u>	<u>\$</u>	<u>\$</u>
	<u>ABSOLUTELY FRESH</u>		
<u>000015</u>	<u>SEAFOOD</u>	<u>\$</u>	<u>\$</u>
<u>000016</u>	<u>CRESCENT HC INVESTORS</u>	<u>\$</u>	<u>\$</u>
<u>000017</u>	<u>VV2 Geneva Commons, LP</u>	<u>\$</u>	<u>\$</u>
<u>000018</u>	<u>VV2 Geneva Commons, LP</u>	<u>\$</u>	<u>\$</u>
	<u>DICK CLARK</u>		
<u>000019</u>	<u>RESTAURANTS, INC.</u>	<u>\$</u>	<u>\$</u>
<u>000020</u>	<u>600 GS PROP LP</u>	<u>\$</u>	<u>\$</u>
<u>000021</u>	<u>FGR DILWORTH, LLC</u>	<u>\$</u>	<u>\$</u>
<u>000022</u>	<u>SIXTH &amp; NICOLLETT, LLC</u>	<u>\$</u>	<u>\$</u>
<u>000023</u>	<u>Roger Greenfield</u>	<u>\$</u>	<u>\$</u>
<u>000024</u>	<u>Theodore Kasemir</u>	<u>\$</u>	<u>\$</u>
	<u>NWD ARENA DISTRICT II</u>		
<u>000025</u>	<u>LLC</u>	<u>\$</u>	<u>\$</u>

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
	<i>DP8LLC (DIAMOND</i>		
<u>000026</u>	<u>PROPERTIES)</u>	<u>\$</u>	<u>\$</u>
<u>000029</u>	<u>DANIEL P. CASALE</u>	<u>\$</u>	<u>\$</u>
	<i>CITY CENTER RETAIL</i>		
<u>000030</u>	<u>LIMITED PARTNERSHIP I</u>	<u>\$</u>	<u>\$</u>

Tardily filed claims of general (unsecured) creditors totaling \$ have been allowed and will be paid pro rata only after all allowed administrative, priority and timely filed general (unsecured) claims have been paid in full. The tardily filed claim dividend is anticipated to be percent.

Tardily filed general (unsecured) claims are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
<u>000027</u>	<u>Theodore Kasemir</u>	<u>\$</u>	<u>\$</u>
<u>000028</u>	<u>Roger Greenfield</u>	<u>\$</u>	<u>\$</u>
		<u>\$</u>	<u>\$</u>

Subordinated unsecured claims for fines, penalties, forfeitures, or damages and claims ordered subordinated by the Court totaling \$ have been allowed and will be paid pro rata only after all allowed administrative, priority and general (unsecured) claims have been paid in full. The dividend for subordinated unsecured claims is anticipated to be percent.

Subordinated unsecured claims for fines, penalties, forfeitures or damages and claims ordered subordinated by the Court are as follows:

<i>Claim Number</i>	<i>Claimant</i>	<i>Allowed Amt. of Claim</i>	<i>Proposed Payment</i>
		<u>\$</u>	<u>\$</u>
		<u>\$</u>	<u>\$</u>
		<u>\$</u>	<u>\$</u>

The amount of surplus returned to the debtor after payment of all claims and interest is  
\$ .